

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
ATMOFIZER TECHNOLOGIES INC.**

TO BE HELD ON FRIDAY, NOVEMBER 25, 2022

AND

MANAGEMENT INFORMATION CIRCULAR

DATED OCTOBER 24, 2022

ATMOFIZER TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

FRIDAY, NOVEMBER 25, 2022

Notice is hereby given that the annual general meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of **Atmofizer Technologies Inc.** (the “**Company**”) will be held at 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5 on Friday, November 25, 2022 at 4:00 p.m. (Toronto time) for the following purposes:

- (1) to receive the Company’s audited financial statements for the year ended December 31, 2021;
- (2) to fix the number of directors of the Company at five (5);
- (3) to elect directors of the Company to serve until the close of the next annual meeting of shareholders of the Company or until their successors are elected or appointed;
- (4) to re-appoint Davidson & Company LLP as the auditors of the Company for the ensuing year and authorize the directors to fix the remuneration of the auditors; and
- (5) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular of the Company (the “**Circular**”) accompanying this Notice of Meeting.

Registered Shareholders are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company’s transfer agent, Odyssey Trust Company (“**Odyssey**”), at 1230 – 300 5th Avenue SW, Calgary AB, T2P 3C4. Registered Shareholders may also use the internet site (<https://login.odysseytrust.com/pxlogin>) to vote their Common Shares at least 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof. Shareholders will be prompted to enter the control number which is located on the form of proxy when voting by the internet.

Non-registered Shareholders who receive the Circular and voting form through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Odyssey not later than Wednesday, November 23, 2022 at 4:00 p.m. (Toronto time) or in the case of any adjournment of the Meeting, not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

The Company’s directors have fixed October 21, 2022 as the Record Date for the determination of shareholders of the Company (“**Shareholders**”). Shareholders at the close of business on October 21, 2022 are entitled to receive notice of and to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

DATED the 24th day of October, 2022.

By Order of the Board of Directors

s/ “Brian Meadows”

Brian Meadows
Chief Financial Officer

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GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Circular. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

“**Audit Committee**” means the audit committee of the Board of Directors.

“**Beneficial Holder**” has the meaning set out in the section, *Advice to Beneficial Shareholders*.

“**Board**” or “**Board of Directors**” means the board of directors of the Company.

“**Broadridge**” means Broadridge Financial Solutions, Inc.

“**Business Combination**” means the acquisition of Vaxxinator by the Company by way of a reverse takeover transaction pursuant to the terms and conditions of the Business Combination Agreement.

“**Business Combination Agreement**” means the business combination agreement dated effective July 14, 2021, as amended August 24, 2021 among the Company, Vaxxinator, and 1314092 B.C. Ltd. and setting forth the terms and conditions of the Business Combination.

“**CDS**” means Clearing and Depository Services Inc.

“**CEO**” means Chief Executive Officer.

“**CFO**” means Chief Financial Officer.

“**CHCI Option**” means a stock option to acquire Common Shares which are not governed by any Shareholder approved securities-based compensation plan including the Omnibus Incentive Plan.

“**Circular**” means this management information circular of the Company dated October 24, 2022 and all documents attached to or incorporated by reference into the circular.

“**Common Shares**” means the common shares in the authorized share structure of the Company.

“**Company**” means Atmofizer Technologies Inc., a company continued under the *Business Corporations Act* (British Columbia) with its registered office located in Vancouver, British Columbia, together with its wholly-owned subsidiaries.

“**Compensation, Nomination and Corporate Governance Committee**” means the compensation, nomination and corporate governance committee of the Board of Directors.

“**CSE**” means the Canadian Securities Exchange.

“**Davidson**” means Davidson & Company LLP.

“**Deferred Share Unit**” or “**DSU**” means a deferred share unit granted pursuant to the Omnibus Incentive Plan.

“**Eligible Participants**” means qualified directors, officers, employees and consultants eligible to receive Stock Options, RSUs and DSUs under the Omnibus Incentive Plan.

“**Insider**” means a “reporting insider” as defined in NI 55-104.

“**Investor Relations Activities**” has the meaning set forth under the applicable policies of the CSE.

“**Meeting**” means the annual general meeting of the Shareholders of the Company to be held on Friday, November 25, 2022 and any adjournment or postponement thereof.

“**Named Executive Officers**” or “**NEOs**” means the named executive officers of the Company as contemplated under Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

“**NI 51-102**” means National Instrument 51-102 - *Continuous Disclosure Obligations*.

“**NI 52-110**” means National Instrument 52-110 - *Audit Committees*.

“**NI 54-101**” means National Instrument 54-101 – *Communications with Beneficial Owners of Securities*.

“**NI 55-104**” means National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*.

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

“**NOBOs**” has the meaning set out in the section, *Advice to Beneficial Shareholders*

“**Notice of Meeting**” means the Notice of Annual Meeting of Shareholders.

“**OBOs**” has the meaning set out in the section, *Advice to Beneficial Shareholders*

“**Odyssey**” means Odyssey Trust Company.

“**Omnibus Incentive Plan**” means the omnibus incentive plan adopted by the Shareholders of the Company at the annual and special meeting of Shareholders held on September 21, 2021 providing for the grant of incentive Stock Options, RSUs and DSUs to qualified directors, officers, employees and consultants.

“**Record Date**” means October 21, 2022.

“**Restricted Share Unit**” or “**RSU**” means restricted share units of the Company issued pursuant to the Omnibus Incentive Plan.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Shareholders**” means the holders of the Common Shares of the Company.

“**Stock Option**” means an incentive stock option to purchase Common Shares issued pursuant to the Omnibus Incentive Plan.

“**Vaxxinator**” means Vaxxinator Enterprises Inc. (formerly SOL Wellness Co Ltd.), a company, prior to the completion of the Business Combination, existing under the laws of British Columbia.

“**Vaxxinator Options**” means incentive stock options to purchase Vaxxinator Shares, prior to the completion of the Business Combination.

“**Vaxxinator Shares**” means common shares in the authorized share structure of Vaxxinator, prior to the completion of the Business Combination.

ATMOFIZER TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 25, 2022

PROXIES

Solicitation of Proxies

This management information circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Atmofizer Technologies Inc. for use at the annual meeting of Shareholders to be held at 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5 on Friday, November 25, 2022 at 4:00 p.m. (Toronto time) or at any postponement(s) or adjournment(s) thereof.

The Meeting has been called for the purposes set forth in the Notice of Meeting that accompanies this Circular. No director of the Company has informed management of the Company that he or she intends to oppose any action intended to be taken by management.

No person has been authorized to give any information or to make any representation in connection with any other matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Company without special compensation, or by the Company's transfer agent, Odyssey, at nominal cost. The cost of solicitation will be borne by the Company.

References in this Circular to "**we**", "**us**", "**our**" and similar terms, as well as references to the "**Company**", refer to Atmofizer Technologies Inc.

Date of Information and Currency Presentation

Unless otherwise indicated, the information in this Circular is given as at October 24, 2022.

All references to "\$" are to United States dollars, unless stated otherwise.

Appointment of Proxyholder

The person(s) designated by management of the Company in the enclosed form of proxy are directors or officers of the Company. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a Shareholder of the Company) other than the person(s) or company(ies) designated by management of the Company in the enclosed form of proxy to attend and act on the Shareholder's behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the enclosed form of proxy or by completing another form of proxy.

Registered Shareholders not attending the Meeting in person are requested to read the Circular and the form of proxy which accompanies the Notice of Meeting and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Odyssey, at 1230– 300 5th Avenue SW, Calgary AB, T2P 3C4. Registered Shareholders may also use the internet site (<https://login.odysseytrust.com/pxlogin>) to vote their Common Shares at least 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof. Shareholders will be prompted to enter the control number which is located on the form of proxy when voting by the internet.

Non-registered Shareholders who receive the Circular and voting form through an intermediary must deliver the voting form in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Odyssey not later than Wednesday, November 23, 2022 at 4:00 p.m. (Toronto time) or in the case of any adjournment of the Meeting, not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

Revocation of Proxy

A Shareholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been held pursuant to its authority by an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized and deposited at either the above mentioned office of Odyssey by no later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment or postponement thereof, or with the chair of the Meeting on the day of the Meeting or any adjournment thereof. Notwithstanding the foregoing, if a registered Shareholder attends personally at the Meeting, such Shareholder may revoke the proxy and vote in person.

Voting of Proxies

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As at the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

Advice to Beneficial Shareholders

The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. In many cases, such Common Shares are registered either (a) in the name of an intermediary that the holder deals with in respect of the Common Shares or (b) in the name of a depository (such as Clearing and Depository Services Inc.). In such cases where the Common Shares are not directly registered to such Shareholder, the Shareholder is the "beneficial" owner of the Common Shares (a "**Beneficial Holder**"). Intermediaries include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans. Beneficial Holders should note that only proxies deposited by Shareholders who are registered Shareholders (that is, Shareholders whose names appear on the records maintained by the registrar and transfer agent for the Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Holder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, each Beneficial Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to forward meeting materials to Beneficial Holders, unless the Beneficial Holder has waived the right to receive them, and seek voting instructions from Beneficial Holders in advance of Shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting.

The voting instruction form supplied to such Beneficial Holders by their broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered Shareholders by the Company. However,

its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) on how to vote on behalf of the Beneficial Holder. In Canada, the vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Holders and asks Beneficial Holders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Holder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, CDS & Co. or another intermediary, the Beneficial Holder may attend the Meeting as proxyholder and vote the Common Shares in that capacity. **Beneficial Holders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

Beneficial Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own (each, an “**OBO**”) and those who do not object to their identity being made known to the issuers of the securities which they own (each, a “**NOBO**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or Odyssey has sent the Meeting materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf. The Company's OBOs can expect to be contacted by their respective intermediaries. The Company does not intend to pay for intermediaries to deliver the Meeting materials to OBOs.

The Company is not sending its proxy-related materials to the registered Shareholders or Beneficial Holders using “notice and access” as defined in NI 54-101.

All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

RECORD DATE AND QUORUM

The Board of Directors has fixed October 21, 2022 as the Record Date for the purpose of determining holders of Common Shares entitled to receive notice of, and to vote at, the Meeting. Any holder of Common Shares of record at the close of business on the Record Date is entitled to vote the Common Shares registered in such Shareholder's name at that date on each matter to be acted upon at the Meeting.

The quorum for the transaction of business at the Meeting is, or who represented by proxy, two persons, holding in the aggregate, 5% of voting shares cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Common Shares

As at the Record Date, the Company had 131,076,556 issued and outstanding Common Shares. Each Common Share entitles its Shareholder to one vote at the Meeting. The Common Shares are the only voting shares of the Company.

All Common Shares represented at the Meeting by properly executed proxies will be voted on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In absence of such direction, those Common Shares will be voted in favour of ("FOR") all resolutions.**

Principal Shareholders

To the knowledge of the directors and executive officers of the Company, as at the date of this Circular, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Common Shares of the Company.

MATTERS TO BE ACTED UPON AT MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice of Meeting. These matters are described in more detail under the headings below.

1. Financial Statements

The audited financial statements of the Company for the year ended December 31, 2021 together with the auditors' report thereon will be presented at the Meeting. The audited financial statements are available on SEDAR at www.sedar.com. No formal action will be taken at the Meeting to approve the financial statements.

2. Fixing the Number of Directors

The Company is required to have a minimum of three (3) directors. At the Meeting, Shareholders will be asked to fix the number of directors of the Company at five (5).

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the fixing of the number of directors of the Company at five.

3. Election of Directors

Pursuant to the articles of the Company, directors of the Company are elected annually. Each director will hold office until the conclusion of the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the articles.

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed nominee's name.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Company in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each person proposed to be nominated for election as a director, including the number of Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at the date of this Circular.

Nominee Name and Place of Residence	Present and Principal Occupation, Business or Employment for Previous 5 years	Became Director	Number of Common Shares beneficially owned, controlled or directed ⁽¹⁾
Olivier Centner <i>Toronto, Ontario, Canada</i>	Founder of UNOapp, a leader in digital first solutions for retail-tech and consumer engagement. Olivier is an active investor in residential multi-unit real estate as well fintech and technology driven companies in Canada and the USA.	November 12, 2021	Nil
Michael Galloro ⁽²⁾ ⁽³⁾ <i>Toronto, Ontario, Canada</i>	Principal, Aloe Finance	November 12, 2021	120,000
Peter Simeon <i>Oakville, Ontario, Canada</i>	Partner, Gowling WLG (Canada) LLP	August 7, 2020	320,000
Dr. Joshua Helman ⁽²⁾ ⁽³⁾ <i>Tampa, Florida, United States</i>	Physician, TrueNorth Health Center	November 12, 2021	120,000
Nareda Mills ⁽²⁾ ⁽³⁾ <i>London, Ontario, Canada</i>	Global President Patient Solutions, Ashfield Engage	November 12, 2021	170,000 ⁽⁴⁾

Notes:

- (1) The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Member of the Audit Committee. The Chairperson of the Audit Committee is Michael Galloro.
- (3) Member of the Compensation, Nomination and Corporate Governance Committee. Ms. Mills is the chairperson of the Compensation, Nomination and Corporate Governance Committee.
- (4) Comprised of 50,000 Common Shares held by NL Mills Investments LLC, a company beneficially owned by Ms. Mills and 120,000 Common Shares held by Ms. Mills personally.

Corporate Cease Trade Orders or Bankruptcies

No person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- a) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
- b) was the subject of a cease trade or similar order, or an order that denied such company access to any exemptions under applicable securities legislation that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No person proposed to be nominated for election as a director at the Meeting is or has been, within the preceding ten years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Except as described below, no proposed director is, as at the date of the Circular, or has been within the preceding ten years, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Meadows served as the Chief Financial Officer of GLG Life Tech Corporation from October 2007 through January 2019. On April 10, 2012, Mr. Meadows was the subject of a management cease trade order issued by the British Columbia Securities Commission as a result of GLG Life Tech Corporation's failure to file its annual financial statements, its management discussion and analysis relating to the annual audited financial statements, its annual information form and the CEO and CFO certifications for the period ended December 31, 2011, by the prescribed deadline of March 30, 2012. On May 2, 2012, the British Columbia Securities Commission imposed a cease trade order ordering a suspension of trading in the common shares of the corporation due to failure to file the requisite filings in accordance with the management cease trade order. Similar cease trade orders were imposed by the Ontario Securities Commission and the Manitoba Securities Commission on May 16, 2012 and July 9, 2012, respectively. On August 15, 2012, the corporation filed its annual audited financial statements, its management discussion and analysis relating to the annual financial statements, its annual information form and the CEO and CFO certifications for the period ended December 31, 2011. The cease trade order was revoked on June 18, 2013 by the British Columbia Securities Commission, on June 27, 2013 by the Ontario Securities Commission and June 17, 2013 by the Manitoba Securities Commission. Trading resumed in GLG Life Tech Corporation's common shares on the Toronto Stock Exchange on June 28, 2013.

Mr. Galloro currently serves as a director of Simply, Inc. On June 14, 2022, Simply, Inc. filed a voluntary petition for liquidation under the provisions of Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §101 et seq. Simply Mac, Inc., a wholly owned subsidiary of Simply, Inc., separately commenced bankruptcy proceedings by filing a voluntary petition for relief and its assets of will be liquidated in accordance.

Mr. Simeon served as a director of Choom Holdings Inc. from November 2017 until April 8, 2022. On April 22, 2022, Choom Holdings Inc. obtained creditor protection under the *Companies' Creditors Arrangement Act* (Canada).

Mr. Simeon currently serves as a director of PlantX Life Inc. On August 2, 2022, PlantX Life Inc. was issued a management cease trade order by the British Columbia Securities Commission as a result of PlantX Life Inc.'s failure to file its annual audited financial statements, its management discussion and analysis relating to its annual financial statements, and the CEO and CFO certifications for the period ended March 31, 2022, by the prescribed deadline of July 29, 2022. PlantX Life Inc. also failed to file its unaudited interim financial statements, its management discussion and analysis relating to its interim financial statements, and the CEO and CFO certifications for the period ended June 30, 2022, by the prescribed deadline of August 29, 2022. On October 18, 2022 the British Columbia Securities Commission imposed a cease trade order ordering a suspension of trading in the common shares of the corporation due to failure to file the requisite filings in accordance with the management cease trade order. As of the date of this Circular, the cease trade order remains in effect.

Penalties and Sanctions

No proposed director of the Company has been subject to any: (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

4. Appointment of Independent Auditors

The auditors of the Company are Davidson & Company LLP located at 1200-609 Granville Street, Vancouver, BC V7Y 1H4, Canada and were first appointed as auditors of the Company on November 12, 2021.

At the Meeting, the Shareholders will be asked to vote for the re-appointment of Davidson, to serve as auditors of the Company to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board.

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the appointment of Davidson as auditors of the Company to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at the date of this Circular whose total compensation was more than \$150,000 for the financial year of the Company ended December 31, 2021, other than for the Chief Executive Officer and Chief Financial Officer (collectively, the “Named Executive Officers”) and for the directors of the Company.

Summary Compensation Table

The following table (presented in accordance with Form 51-102F6V—*Statement of Executive Compensation—Venture Issuers* under NI 51-102) sets out all direct and indirect compensation for, or in connection with, services provided to the Company and its subsidiaries for the most recently completed financial years of the Company ended December 31, 2021 and September 30, 2021, in respect of the Named Executive Officers as well as the directors of the Company.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Olivier Centner ⁽¹⁾ <i>Director, Chief Executive Officer</i>	2021	232,750	Nil	Nil	Nil	Nil	232,750
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Brian Meadows ⁽¹⁾ <i>Chief Financial Officer</i>	2021	151,908	Nil	Nil	Nil	750,000 ⁽⁵⁾	901,908
	2020	10,000	Nil	Nil	Nil	Nil	10,000
Torsten Mahle <i>Vice President, Market Development, Former CEO and Former Director</i> ⁽²⁾	2021	168,750	Nil	Nil	Nil	1,746	170,496
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Michael Galloro <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Peter Simeon <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Dr. Joshua Helman ⁽³⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Nareda Mills <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Alex Spiro ⁽⁴⁾ <i>Former Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position	Year	Salary Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) All compensation paid to all NEOs listed has been paid under executive employment agreements between the Company (or its operating subsidiary) and each such NEO, as more particularly described under the heading “*Employment, Consulting and Management Agreements*”.
- (2) Torsten Mahle was the former Chief Executive Officer and a director of Vaxxinator. Mr. Mahle resigned from his positions on April 15, 2021.
- (3) Dr. Joshua Helman was appointed as director of the Company, effective November 12, 2021.
- (4) Alex Spiro was elected as director of the Company, effective November 12, 2021 and resigned as a director on November 12, 2021.
- (5) Brian Meadows was issued 1,500,000 Vaxxinator Shares at a deemed price of \$0.50 pursuant to the terms and conditions of a consulting agreement between Vaxxinator and Meadows Consulting Inc., a company beneficially owned by Mr. Meadows. Each Vaxxinator Share issued to Mr. Meadows was exchanged for Common Shares pursuant to the terms and conditions of the Business Combination Agreement.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly, other than those set out below under “*Employment, Consulting and Management Agreements*”.

Stock Options and Other Compensation Securities

The following table sets out the 2,760,000 compensation securities that were granted or issued to directors and Named Executive Officers of the Company during the most recently completed financial year ended December 31, 2021.

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁶⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant ⁽⁷⁾	Closing price of security or underlying security at year end ⁽⁷⁾	Expiry date
Olivier Centner ⁽¹⁾ <i>Director, Chief Executive Officer</i>	Stock Options	1,800,000 Stock Options exercisable into 1,800,000 Common Shares ⁽⁹⁾ (2.43%)	12/11/2021	0.50	N/A ⁽⁸⁾	2.63	15/04/2026
Michael Galloro ⁽²⁾ <i>Director</i>	RSUs	240,000 RSUs convertible into 240,000 Common Shares (0.32%)	19/11/2021	N/A	5.10	2.63	19/11/2022

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁶⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$) ⁽⁷⁾	Closing price of security or underlying security at year end (\$) ⁽⁷⁾	Expiry date
Peter Simeon ⁽³⁾ <i>Director</i>	RSUs	240,000 RSUs convertible into 240,000 Common Shares (0.32%)	19/11/2021	N/A	5.10	2.63	19/11/2022
Dr. Joshua Helman ⁽⁴⁾ <i>Director</i>	RSUs	240,000 RSUs convertible into 240,000 Common Shares (0.32%)	19/11/2021	N/A	5.10	2.63	19/11/2022
Nareda Mills ⁽⁵⁾ <i>Director</i>	RSUs	240,000 RSUs convertible into 240,000 Common Shares (0.32%)	19/11/2021	N/A	5.10	2.63	19/11/2022

Notes:

- (1) As at December 31, 2021, Olivier Centner held 1,800,000 Stock Options. One quarter (1/4) of the Stock Options vested on November 19, 2021, one half (1/2) of the Stock Options vested on May 19, 2022, and one quarter (1/4) of the Stock Options will vest on November 19, 2022. The Stock Options issued to Olivier Centner were issued in exchange for 1,800,000 Vaxxinator Options pursuant to the terms and conditions of the Business Combination Agreement. On November 19, 2021, the Company accelerated the vesting conditions of Mr. Centner's Stock Options.
- (2) As at December 31, 2021, Michael Galloro held 240,000 RSUs. One half (1/2) of the RSUs vested on May 19, 2022 and one half (1/2) of the RSUs will vest on November 19, 2022.
- (3) As at December 31, 2021, Peter Simeon held 240,000 RSUs. One half (1/2) of the RSUs vested on May 19, 2022 and one half (1/2) of the RSUs will vest on November 19, 2022. Mr. Simeon also held 16,667 CHCI Options as at December 31, 2021, of which 16,667 were vested.
- (4) As at December 31, 2021, Dr. Joshua Helman held 240,000 RSUs. One half (1/2) of the RSUs vested on May 19, 2022 and one half (1/2) of the RSUs will vest on November 19, 2022.
- (5) As at December 31, 2021, Nareda Mills had 240,000 RSUs. One half (1/2) of the RSUs vested on May 19, 2022 and one half (1/2) of the RSUs will vest on November 19, 2022.
- (6) Based on 73,930,270 Common Shares issued and outstanding as of December 31, 2021.
- (7) Closing prices of security is represented in Canadian dollars.
- (8) The Common Shares resumed trading on the CSE on November 18, 2021 following the completion of the Business Combination.

There were no Stock Options exercised by any directors or Named Executive Officers nor were there any RSUs settled by the Company and paid to any directors and Named Executive Officers during the most recently completed financial year ended December 31, 2021.

Omnibus Incentive Plan

On September 21, 2021, the Company adopted the Omnibus Incentive Plan, which was a condition to the completion of the Business Combination and was approved by the Shareholders at an annual and special meeting held on September 21, 2021. The Omnibus Incentive Plan provides for the grant of Stock Options, Restricted Share Units and Deferred Share Units to Eligible Participants. The purpose of the Omnibus Incentive Plan is to, among other things: (i) provide incentive to Eligible Participants to continue their services for the Company and to encourage such Eligible Participants whose skills, performance and loyalty to the objectives and interests of the Company are necessary or essential to the Company's success, image, reputation or activities; (ii) reward Eligible Participants for the performance of their services while working for the Company; and (iii) provide a means through which the Company may attract and retain able persons to enter its employment or service.

The Omnibus Incentive Plan is an “evergreen” plan as Common Shares covered by awards, which have been exercised or settled, as applicable, will be available for subsequent grant under the Omnibus Incentive Plan and the number of awards that may be granted under the Omnibus Incentive Plan increases if the total number of issued and outstanding shares of the Company increases from time to time.

The maximum number of Common Shares available for issuance under the Omnibus Incentive Plan will not exceed 10% of the issued and outstanding Common Shares, less the number of Common Shares subject to grants of securities under any other share compensation arrangement.

In addition, the Omnibus Incentive Plan has limits on grants to Eligible Participants who are also Insiders. The maximum number of Common Shares issuable to Eligible Participants who are Insiders, collectively, under the Omnibus Incentive Plan and any other share-based compensation arrangement of the Company, cannot exceed 10% of the issued and outstanding Common Shares from time to time. The maximum number of Common Shares issuable to any one Eligible Participant who is an Insider, under the Omnibus Incentive Plan and any other share-based compensation arrangement of the Company, cannot exceed 5% of the issued and outstanding Common Shares, from time to time.

Further, the maximum number of Common Shares issued to Eligible Participants who are Insiders, collectively, within any 1 year period, under the Omnibus Incentive Plan and any other share-based compensation arrangement of the Company, cannot exceed 10% of the issued and outstanding Common Shares at the time of issuance. The maximum number of Common Shares issued to any one Eligible Participant who is an Insider, within any 1 year period, under the Omnibus Incentive Plan and any other share-based compensation arrangement of the Company, cannot exceed 5% of the issued and outstanding Common Shares at the time of issuance.

The total number of Common Shares issuable as compensation to any Eligible Participant performing Investor Relations Activities, in a 12 month period pursuant to the Omnibus Incentive Plan and any other share-based compensation arrangement of the Company, cannot exceed 1% of the issued and outstanding Common Shares at the time of issuance.

Stock Options are exercisable, subject to vesting criteria established by the Board at the time of grant, over a period of time established by the Board from time to time, which shall not exceed ten years from the date of grant.

An RSU is an award in the nature of a bonus for services rendered that, upon settlement, entitles the recipient to receive, as determined by the Board, (a) Common Shares (b) the cash equivalent of the Common Share value or (c) a combination thereof. The Board may establish conditions and vesting provisions, which need not be identical for all RSUs.

A DSU is an award that entitles the recipient to receive, as determined by the Board, (a) Common Shares (b) the cash equivalent of the Common Share value or (c) a combination thereof. Only non-employee Board members may be granted DSUs.

Employment, Consulting and Management Agreements

Other than as set out herein, the Company does not have any agreements or arrangements under which compensation was provided during the most recently completed financial year ended December 31, 2021 or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO.

Olivier Centner

Mr. Centner serves as the Company's CEO pursuant to the terms and conditions of an executive employment agreement made effective November 12, 2021. Mr. Centner serves as CEO on a full-time basis for an indefinite period of time unless terminated in accordance with the terms of his employment agreement. Under the agreement, Mr. Centner receives (i) a base salary of \$300,000, (ii) annual cash bonuses to be determined by the Board; and (iii) RSUs pursuant to the Omnibus Incentive Plan.

In the event Mr. Centner is terminated without cause by the Company or is found by a court of competent jurisdiction to have been constructively dismissed by the Company, then Mr. Centner will receive the greater of: (i)

the minimum payments and entitlement prescribed under applicable statutory employment standards in the Province of Ontario; and (ii) four weeks' notice, or in the Company's sole discretion, payment in lieu of all or any part thereof, for each year of service (with a prorated entitlement for partial years of service) subject to a minimum of six weeks during the first year of employment, subject to a minimum of three months thereafter and subject to a maximum of 52 weeks.

Notwithstanding the above, Mr. Centner's combined length of service and termination entitlements under his employment agreement cannot be less than a total of twelve (12) months during the first year of his employment with the Company.

Mr. Centner's employment agreement includes a customary non-disclosure provision and a 12-month non-solicitation provision following a termination of employment.

Any outstanding RSUs would be settled in accordance with the terms of the applicable RSU grant agreement and the Omnibus Incentive Plan.

Brian Meadows

Mr. Meadows serves as the Company's CFO pursuant to the terms and conditions of an executive employment agreement made effective November 12, 2021. Mr. Meadows serves as CFO on a full-time basis for an indefinite period of time unless terminated in accordance with the terms of his employment agreement. Under the agreement, Mr. Meadows receives (i) a base salary of \$195,000, (ii) annual cash bonuses to be determined by the Board; and (iii) RSUs pursuant to the Omnibus Incentive Plan.

In the event Mr. Meadows is terminated without cause by the Company or is found by a court of competent jurisdiction to have been constructively dismissed by the Company, then Mr. Meadows will receive the greater of: (i) the minimum payments and entitlement prescribed under applicable statutory employment standards in the Province of British Columbia; and (ii) four weeks' notice, or in the Company's sole discretion, payment in lieu of all or any part thereof, for each year of service (with a prorated entitlement for partial years of service) subject to a minimum of six weeks during the first year of employment, subject to a minimum of three months thereafter and subject to a maximum of 52 weeks.

Notwithstanding the above, Mr. Meadows' combined length of service and termination entitlements under his employment agreement cannot be less than a total of twelve (12) months during the first year of his employment with the Company.

Mr. Meadow's employment agreement includes a customary non-disclosure provision and a 12-month non-solicitation provision following a termination of employment.

Any outstanding RSUs would be settled in accordance with the terms of the applicable RSU grant agreement and the Omnibus Incentive Plan.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for approving compensation, including long-term incentives in form of Stock Options, RSUs and DSUs to be granted to the Company's executive officers and the directors.

The Company's executive compensation program is comprised of base salary and discretionary annual incentive and long-term incentives. Together, these components support the Company's long-term growth strategy and the following objectives:

- to align executive compensation with Shareholders' interests;
- to attract and retain highly qualified management; and
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results.

The compensation program is designed to reward for performance. Employees, including senior executives, are rewarded for the achievement of annual operating and financial goals, progress in executing the Company's long-term growth strategy and delivering strong total shareholder return performance.

The Company reviews industry compensation information and compares its level of overall compensation with those of comparable sized technology companies. Generally, the Company targets base salaries at levels approximating those holding similar positions in comparably sized companies in the technology industry and hopes to achieve comparable total compensation levels through the fixed and variable components.

The Company's total compensation mix places a significant portion of the executive's compensation at risk. The design takes into account individual and corporate performance. Compensation practices, including the mix of base salary, short-term incentives and long-term incentives, are regularly assessed to ensure they are competitive, take account of the external market trends, and support the Company's long-term growth strategies. A peer group is not used to determine compensation.

Compensation Review Process

The Board is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Board reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the Named Executive Officers. The Board makes decisions with respect to base salary and participation in the Omnibus Incentive Plan for each executive officer. In considering executive officers other than the CEO, the Board takes into account the recommendation of the Company's CEO.

The Company does not have a formal compensation program with set benchmarks, however, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all executive officers.

The Board intends to review at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of base salary, short-term incentives in the form of cash bonuses and long-term incentives in the form of Stock Options, RSUs and DSUs. This structure ensures that a significant portion of executive compensation is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long-term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the Shareholders is extremely limited. Furthermore, salary and short-term incentives of the executive compensation represents a relatively small part of the total compensation. As a result, it is unlikely that an officer would take inappropriate or excessive risks at the expense of the Company or Shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of Shareholders.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) Base salary or consulting fees;
- (b) Bonus payments; and
- (c) Stock Options and RSUs.

Base Salary

Base salary is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive. Annual salary adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Bonus Payments

Annual incentives, in the form of cash bonus payments, are designed to add a variable component of compensation based on overall corporate performance and the executive's individual performance. Each executive is eligible for an annual bonus, payable in cash or through share-based compensation. The amount paid is based on the Board's assessment, of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as revenue, cash flow and share price performance) and operational criteria (such as significant acquisitions and the attainment of corporate milestones). During the year ended December 31, 2021, the Company did not pay any bonus payments.

Stock Options and RSUs

Long-term incentive is accomplished through the Omnibus Incentive Plan. Stock Options and RSUs are granted to executives taking into account a number of factors, including the amount and term of Stock Options and RSUs previously granted, base salary, bonuses and competitive factors. The amounts and terms of Stock Options and RSUs granted are determined by the recommendations put forward by the Company's CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of Stock Options and RSU grants to maintain executive motivation.

Director Compensation

Other than for Stock Options, RSUs and DSUs, directors of the Company do not receive any compensation for attending meetings of the Board or a committee of the Board.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the Company's compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors.

Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite only when it provides competitive value and promotes retention of executives, or when the perquisite provides Shareholder value, such as ensuring the health of executives.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out information concerning the number and price of securities to be issued under equity compensation plans to employees and others as at the year ended December 31, 2021.

Plan Category	Number of Securities to be Issued upon Exercise of Options, Warrants and Rights	Weighted – Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Securityholders	4,974,583	\$2.20	2,418,444 ⁽¹⁾
Equity Compensation Plans Not Approved by Securityholders	0	-	0
Total	4,974,583	\$2.20	2,418,444

Note:

(1) As at December 31, 2021, there were 3,091,250 RSUs, nil DSUs and 1,883,333 Stock Options issued and outstanding pursuant to the Omnibus Incentive Plan.

AUDIT COMMITTEE

Under NI 52-110, the Company is required to include in this Circular the disclosure required under Form 52-110F2 with respect to the Audit Committee of the Board, including the composition of the Audit Committee, the text of the Audit Committee charter (attached hereto as Schedule A), and the fees paid to the external auditor.

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Name	Independence ⁽¹⁾	Financial Literacy
Michael Galloro	Independent	Financially Literate

Dr. Joshua Helman	Independent	Financially Literate
Nareda Mills	Independent	Financially Literate

Notes:

- (1) A member of the Audit Committee is independent if he or she has no direct or indirect material relationship with the Company. A “material relationship” is one which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Michael Galloro, Director - Mr. Galloro is a financial executive with over 25 years of hands-on experience. Mr. Galloro is a Principal at ALOE Finance, a boutique transaction services firm focused on providing advisory services to the small and mid-cap public markets space. ALOE works closely with emerging private and publicly listed companies listed on both the Canadian and the U.S. securities markets across various industries that operate globally. Mr. Galloro's experience includes mergers & acquisitions, financings, corporate structuring, corporate governance and most notably, quarterbacking public transactions. Mr. Galloro's entrepreneurial spirit has led him to successfully list and transact Capital Pool Companies (CPCs) where stakeholders have invested in management and the board to transact with successful operating businesses seeking exposure to public markets. In addition, Mr. Galloro excels at the operational level engaging with management to fine-tune business and corporate goals. Mr. Galloro's public company strength has earned him directorship roles acting as the Chairman and member of the Audit and Compensation Committees, and Special Advisor. Mr. Galloro earned his Chartered Professional Accountant (CPA) and Chartered Accountant (CA) designation while working in the financial institutions practice for KPMG LLP and has his Honours Bachelor of Accounting (BAcc) Degree from Brock University. Aside from his professional life, Mr. Galloro is a family man with a passionate love for motor racing and automobiles.

Dr. Joshua Helman, Director – Dr. Joshua Helman is a Harvard-trained physician licensed in fourteen states. Dr. Helman has a Bachelor's degree in biochemistry from Harvard University, a Master's degree in Biochemistry from the University of Cambridge. Dr. Helman received his medical degree from Harvard Medical School and the Massachusetts Institute of Technology. Dr. Helman is Board Certified by the American Board of Emergency Medicine and American Board of Lifestyle Medicine. He is the former Medical Director of Hippocrates Health Institute and is currently affiliated with TrueNorth Health Center. His areas of interest include toxins, mold, Lyme disease and fasting. As a plant-based physician, he embraces an integrative approach including the importance of diet and lifestyle for optimal health.

Nareda Mills, Director – Ms. Mills has over 25 years' experience in the healthcare and pharmaceuticals industries in various leadership roles since receiving her degree as a Registered Nurse in London, Ontario. Ms. Mills began her clinical career at the John Hopkins All Children's Hospital in St. Petersburg, Florida working in Hematology, Oncology and Bone Marrow Transplant prior to becoming the manager of the University of South Florida Pediatric Fellowship clinics in Allergy, Immunology, Rheumatology, Endocrinology, Nephrology and Behavioral Neuroscience. Ms. Mills has been recognized as a Certified Asthma Educator by the Association of Asthma Educators and as a Fellow to the American College of Allergy, Asthma and Immunology. Ms. Mills has been with Ashfield Healthcare, LLC since 2008 and is currently the President of the Global Patient Solutions business unit.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial period has the Company relied on the exemption in:

- a) section 2.4 of NI 52-110 (*De Minimis Non-audit Services*);

- b) subsection 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*);
- c) subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*);
- d) subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*), or
- e) an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

The Company is relying on the exemption provided in Section 6.1 of NI 52-110 as the Company is a “venture issuer”. As a result, the Company is exempt from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee will pre-approve all non-audit services to be provided to the Company by the external auditors, as required by the Audit Committee Charter. The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services, so long as the preapproval is presented to the full Audit Committee at its first scheduled meeting following such preapproval.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor for each of the two most recently completed financial years.

Financial Period Ended	Audit Fees ⁽¹⁾ (C\$)	Audit-Related Fees ⁽²⁾ (C\$)	Tax Fees ⁽³⁾ (C\$)	All Other Fees ⁽⁴⁾ (C\$)
December 31, 2021	\$85,250	nil	nil	nil
December 31, 2020	\$16,000	\$7,000	nil	nil

Notes

- (1) “**Audit Fees**” include fees necessary to perform the annual audit of the Company’s consolidated financial statements and for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “**Audit-Related Fees**” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) “**All Other Fees**” includes all other non-audit services.

MANAGEMENT CONTRACTS

Other than as described elsewhere in this Circular, the Company does not have any agreement or arrangement under which management functions are performed other than by directors or executive officers since the start of the most recently completed financial year.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or officer of the Company, nor any other Insider of the Company, nor any associate or affiliate of any one of them, has or has had, at any time since the beginning of the financial year ended December 31, 2021, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed in this Circular, no person who has been a director or officer of the Company at any time since the beginning of the Company's most recently completed financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Davidson & Company LLP. The transfer agent and registrar for the Company is Odyssey Trust Company at 1230 – 300 5th Avenue SW, Calgary AB, T2P 3C4.

CORPORATE GOVERNANCE

The Board views effective corporate governance as an essential element for the effective and efficient operation of the Company. The Company believes that effective corporate governance improves corporate performance and benefits all of its Shareholders. The following statement of corporate governance practices sets out the Board's review of the Company's governance practices relative to Form 58-101F2 under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines*.

Board of Directors

The Board is responsible for supervising the management of the business and affairs of the Company. The Board is currently comprised of four (4) independent directors and one (1) non-independent director. The independent directors (being "independent" as such term is defined under NI 58-101) are Michael Galloro, Nareda Mills, Dr. Joshua Helman and Peter Simeon. Olivier Centner as Chief Executive Officer is not independent. The Board facilitates its exercise of independent supervision over the Company's management through frequent discussions with management and regular meetings of the Board.

Directorships

The following directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name	Name of Reporting Issuer	Exchange or Market
Olivier Centner	SOL Global Investments Corp.	CSE
	Green Scientific Labs Holdings Inc. (formerly, Prominex Resource Corp.)	CSE
	World Class Extractions Inc. (formerly, CBD Med Research Corp.)	CSE
Michael Galloro	AF2 Capital Corp.	TSXV
	Fountain Asset Corp.	TSXV
	Simply Better Brands Corp.	TSXV
Peter Simeon	AF2 Capital Corp.	TSXV
	Amilot Capital Inc. (formerly, Tolima Gold Inc.)	NEX
	Hercules Silver Corp. (Formerly Bald Eagle Gold Corp.)	TSXV
	Franchise Global Health Inc. (formerly, Mercury Acquisitions Corp.)	TSXV
	PlantX Life Inc. (formerly, Vegaste Technologies Corp.)	CSE

Name	Name of Reporting Issuer	Exchange or Market
	US Critical Metals Corp. (formerly Holly Street Capital Ltd.)	TSXV

Orientation and Continuing Education of Board Members

The Board briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board is responsible for identifying individuals believed to be qualified to become board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation of Directors and Officers

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of directors with the return to shareholders. The Board decides the compensation of the Company's officers, based on industry standards and the Company's financial situation.

Other Board Committees

As at the date of this Circular, the Board has no standing committees other than the Audit Committee and the Compensation, Nomination and Corporate Governance Committee.

Assessments

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its committees, to satisfy itself that the Board, its committees and its individual directors are performing effectively.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements and the accompanying management's discussion and analysis for its most recently completed financial year.

Shareholders of the Company may request copies of the Company's financial statements and accompanying management's discussion and analysis by contacting the Chief Financial Officer of the Company at info@atmofizer.com.

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SCHEDULE A

AUDIT COMMITTEE CHARTER ATMOFIZER TECHNOLOGIES INC.

1. ROLE AND OBJECTIVE

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of ATMOFIZER TECHNOLOGIES INC. (the “**Company**”) to which the Board has delegated its responsibility for the oversight of the following:

- nature and scope of the annual audit;
- management’s reporting on internal accounting standards and practices;
- the review of financial information, accounting systems and procedures;
- financial reporting and financial statements,

and has charged the Committee with the responsibility of recommending, for approval of the Board, the audited financial statements, interim financial statements and other mandatory disclosure releases containing financial information.

The primary objectives of the Committee, with respect to the Company and its subsidiaries, are as follows:

- to assist the directors of the Company (the “**Directors**”) in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Company and related matters;
- to provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board;
- to ensure the external auditors’ independence and review and appraise their performance;
- to increase the credibility and objectivity of financial reports; and
- to strengthen the role of the outside Directors by facilitating in depth discussions between Directors on the Committee, management and external auditors.

2. COMPOSITION

The Committee will be comprised of at least three Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be “independent” (as such term is used in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”)) unless the Board determines that an exemption contained in NI 52-110 is available and determines to rely thereon. “**Independent**” generally means free from any business or other direct or indirect material relationship with the Company that could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

All of the members of the Committee must be “financially literate” (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110. Being “**financially literate**” means members have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements.

The Board shall from time to time designate one of the members of the Committee to be the chairperson of the Committee (the “**Chair**”).

3. MEETINGS AND ADMINISTRATIVE MATTERS

- a) The Committee shall meet at least four times per year and/or as deemed appropriate by the Committee Chair. As part of its job to foster open communication, the Committee will meet at least annually with management and the external auditors in separate sessions, and at such other times as the external auditor and/or the Committee consider appropriate. The Chief Financial Officer of the Company shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Chair.
- b) Agendas, with input from management and approved by the Chair, shall be circulated to Committee members and relevant management personnel along with background information on a timely basis prior to the Committee meetings.
- c) A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
- d) The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for purposes of the meeting.
- e) At all meetings of the Committee, every resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- f) The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Committee members with copies to the Board, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.
- g) The Committee may invite such officers, directors and employees of the Company and its subsidiaries, if any, as it sees fit from time to time to attend at meetings of the Committee and assist in the discussion and consideration of the matters being considered by the Committee.
- h) The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of the Company as determined by the Committee without any further approval of the Board.
- i) Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a Director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
- j) Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.

4. MANDATE AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee shall:

- a) undertake annually a review of this mandate and make recommendations to the Corporate Governance and Nominating Committee as to proposed changes;

- b) satisfy itself on behalf of the Board with respect to the Company's internal control systems, including, where applicable, relating to derivative instruments:
 - i. identifying, monitoring and mitigating business risks; and
 - ii. ensuring compliance with legal, ethical and regulatory requirements;
- c) review the Company's financial statements and reports and any related management's discussion and analysis ("MD&A"), any annual earnings, interim earnings and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial reports), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors; the process should include but not be limited to:
 - i. reviewing changes in accounting principles and policies, or in their application, which may have a material impact on the current or future years' financial statements;
 - ii. reviewing significant accruals, reserves or other estimates such as the ceiling test calculation;
 - iii. reviewing accounting treatment of unusual or non-recurring transactions;
 - iv. ascertaining compliance with covenants under loan agreements;
 - v. reviewing financial reporting relating to asset retirement obligations;
 - vi. reviewing disclosure requirements for commitments and contingencies;
 - vii. reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - viii. reviewing unresolved differences between management and the external auditors;
 - ix. obtain explanations of significant variances with comparative reporting periods; and
 - x. determine through inquiry if there are any related party transactions and ensure the nature and extent of such transactions are properly disclosed;
- d) review the financial reports and related information included in prospectuses, MD&A, information circular-proxy statements and annual information forms and all public disclosure containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of the Company's disclosure of all other financial information and will periodically assess the adequacy of those procedures;
- e) with respect to the appointment of external auditors by the Board:
 - i. require the external auditors to report directly to the Committee;
 - ii. review annually the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company;
 - iii. obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company and confirming their independence from the Company;

- iv. review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
 - v. be directly responsible for overseeing the work of the external auditors engaged for the purpose of issuing an auditors' report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
 - vi. review management's recommendation for the appointment of external auditors and recommend to the Board appointment of external auditors and the compensation of the external auditors;
 - vii. review the terms of engagement of the external auditors, including the appropriateness and reasonableness of the auditors' fees;
 - viii. when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
 - ix. take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors;
 - x. at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial reports;
- f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- g) review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial reports of the Company and its subsidiaries;
- h) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors and consider the impact on the independence of the auditors; The pre-approval requirement is waived with respect to the provision of non-audit services if:
- i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee;
- provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee;
- i) review any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it;

- j) with respect to the financial reporting process:
 - i. in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
 - ii. consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
 - iii. consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
 - iv. review significant judgments made by management in the preparation of the financial reports and the view of the external auditors as to appropriateness of such judgments;
 - v. following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
 - vi. review any significant disagreement among management and the external auditors regarding financial reporting;
 - vii. review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented; and
 - viii. review the certification process,
- k) review financial reporting relating to risk exposure and risk management policies and procedures of the Company (i.e., hedging, litigation and insurance),
- l) establish a procedure for:
 - i. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

5. AUTHORITY

Following each meeting, in addition to a verbal report, the Committee will report to the Board by way of providing copies of the minutes of such Committee meeting at the next Board meeting after a meeting is held (these may still be in draft form).

Supporting schedules and information reviewed by the Committee shall be available for examination by any director.

The Committee shall have the authority to investigate any financial activity of the Company and to communicate directly with the internal and external auditors. All employees are to cooperate as requested by the Committee.

The Committee may retain, and set and pay the compensation for, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its duties and responsibilities at the expense of the Company.